

**IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
EL PASO DIVISION**

IN RE:	§	
	§	
JR PRODUCE, INC.	§	Case No. 14-31947
	§	Chapter 11
Debtor.	§	

**APPLICATION FOR APPROVAL OF THE EMPLOYMENT OF JAMES &
HAUGLAND, P.C. AS ATTORNEYS FOR THE DEBTOR**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:
**THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO YOUR
INTERESTS. IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21)
DAYS FROM THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN MAY
BE GRANTED WITHOUT A HEARING BEING HELD. A TIMELY FILED RESPONSE
IS NECESSARY FOR A HEARING TO BE HELD.**

JR PRODUCE, INC. (the "Debtor"), hereby files this Application for Approval of the Employment of James & Haugland, P.C. as Attorneys for the Debtor (the "Application"). In support of the Application, the Debtor relies upon the Affidavit of Aldo R. Lopez (the "Lopez Affidavit") attached hereto as Exhibit "A". The Debtor presents this Application and respectfully represents the following:

I. JURISDICTION, VENUE AND BACKGROUND

1. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Sections 327 and 330 of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule

2014 of the Local Rules of Bankruptcy Procedures for the Western District of Texas.

3. On December 1, 2014 (the "Petition Date"), the Debtor filed its voluntary petition for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code").

4. The Debtor continues to manage and operate its business as debtor-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. No creditors committee has been appointed in this Case by the United States Trustee. Further, no trustee or examiner has been requested or appointed.

II. RETENTION OF JAMES & HAUGLAND, P.C.

5. By this application, the Debtor seeks to employ and retain James & Haugland, P.C. ("J&H") as its counsel, as of the Petition Date, in connection with various matters, including the Debtor's commencement and prosecution of its chapter 11 Case. Pursuant to § 327(a) of the Bankruptcy Code, the Debtor requests that the Court approve the employment of J&H as its counsel to perform the extensive legal services that will be necessary. The Debtor has been informed that Aldo R. Lopez will act as lead J&H counsel for the Debtor in the chapter 11 Case. Mr. Lopez can be contacted at James & Haugland, P.C., 609 Montana Avenue, El Paso, Texas, 79902; phone (915) 532-3911; facsimile (915) 541-6440 and; email address of alopez@jghpc.com

6. The employment of J&H is appropriate and necessary to enable the Debtor to execute faithfully its duties as Debtor and Debtor-in-Possession. Subject to further order of this Court, it is proposed that J&H be employed as primary bankruptcy counsel to:

- a. take all necessary action to protect and preserve the estate of the Debtor, including the prosecution of actions on the Debtor's behalf, the defense of any action commenced against the Debtor, the negotiation of disputes in which the Debtor is involved, and the preparation of objections to claims filed against the Debtor's estate;
- b. prepare on behalf of the Debtor all necessary motions, applications, answers, orders, reports, and papers in connection with the administration and prosecution

of the Debtor's Case, including but not limited to the preparation and filing of Chapter 11 Disclosure Statements and Plans of Reorganization;

- c. advise the Debtor generally in the areas of bankruptcy, real estate, labor law, or other such services as requested;
- d. represent the interests of the Debtor entity in formulation, preparation and presentation of Chapter 11 Disclosure Statement and Plan of Reorganization for the Debtor-out-of-Possession in the event of a subsequent appointment of a Chapter 11 Trustee; and
- e. and perform all other necessary legal services in connection with the Case.

7. It is necessary that the Debtor employ counsel to render the foregoing professional services. J&H has stated its desire and willingness to act as counsel in the Case and render the necessary professional services as attorneys for the Debtor.

8. The Debtor has selected J&H to provide them representation in the Case because their expertise with bankruptcy cases of similar size and scope is well known. Additionally, J&H is familiar with the local rules and procedures of this Court.

9. The Debtor seeks approval of the Application within 21 days of the Petition Date. Bankruptcy Rule 6003, as amended, provides that a Court may grant relief regarding professional retentions within 21 days provided the relief is necessary to avoid immediate and irreparable harm. Courts have granted such relief. *See, e.g., In re First NLC Financial Serv., LLC*, 382 B.R. 547, 550 (S.D. Fla. 2008); *In re Aloha Airlines, Inc.*, Case No. 08-0037 (D. Hawaii March 21, 2008) Docket No. 58; *Tousa, Inc.*, Case No. 08-10928 (S.D. Fla. Jan. 31, 2008) Docket No. 115. *But cf. In re Manchester, Inc.*, Case No. 08-30703 (N.D. Tex. Feb. 17, 2008) Docket No. 68 (did not raise 6003 standard).

10. Section 327(a) states that "the trustee, with court's approval, may employ one or more attorneys ..." 11 U.S.C. § 327(a). Thus, under the statute the debtor in possession may not employ

counsel without the Court's approval. If counsel's employment has not been approved, there may be some reluctance on the part of third parties who need to negotiate various matters with the Debtors's counsel. Interim approval provides counsel with authority and legitimacy, which may be questioned if not approved as counsel. Furthermore, lack of approval on an interim basis may impact whether an attorney-client relationship exists. Thus, failure to approve J&H on an interim basis, subject to final approval, may result in immediate and irreparable damage to the Debtor.

III. JAMES & HAUGLAND, P.C.'S CONNECTIONS AND LACK OF CONFLICTS

A. CONNECTIONS WITH THE DEBTORS

11. Debtor is unaware of any circumstances where J&H was adverse to the Debtor. The Debtor has been informed that J&H's conflicts database management system (the "System") holds no information that would suggest that J&H is now or has ever been adverse to the Debtor.

B. CONNECTIONS WITH CREDITORS AND OTHER PARTIES IN INTEREST

12. Other than J&H's representation of parties in interest as described in the Lopez Affidavit, Debtor and J&H have not identified any other connections between the Debtor's creditors or parties in interest and J&H. To the best of the Debtor's knowledge, the partners, counsel and associates of J&H do not have *any* other connection with or any interest adverse to the Debtor, or its respective attorneys and accountants or the United States Trustee or any person employed in the office of the United States Trustee, except as set forth herein and in the annexed Lopez Affidavit.

13. Fed. R. Bankr. P. 2014(a) also requires a disclosure of all connections with the "debtor, creditors, any other party in interest, their respective attorneys and accountants. . ." As expected, the results of these searches revealed no conflict of interest with regard to J&H's anticipated representation of the Debtor.

IV. PROPOSED ARRANGEMENT FOR COMPENSATION

14. J&H held \$8,000.00 retainer for pre-bankruptcy negotiations, preparation of

Chapter 11 pleadings and as security against post-petition fees and expenses, as approved by orders of the Court. Prior to the filing herein, J&H drew down \$2,043.30 from that retainer for pre-petition services. As of the Petition Date, \$5,956.70 of that \$8,000.00 retainer remains in the J&H Trust Account. The monies withdrawn from the Trust Account were for services rendered prior to the actual Chapter 11 filing.

15. Subject to Court approval and in accordance with Section 330(a) of the Bankruptcy Code, compensation will be payable to J&H on an hourly basis, plus reimbursement of actual, necessary expenses incurred by J&H. The primary attorneys and paralegal within J&H who will represent the Debtor and their current standard hourly rates are set forth below:

Wiley F. James, III, Shareholder	\$300 per hour
Corey W. Haugland, Shareholder	\$300 per hour
Jamie T. Wall, Associate	\$225 per hour
Aldo R. Lopez, Associate	\$175 per hour
Janet J. Sinclair, Legal Assistant	\$95 per hour

16. The hourly rates set forth above are subject to adjustment on the first day of each subsequent calendar year. From time to time, other attorneys and paralegals from J&H may serve the Debtor in connection with the matters for which J&H will be retained. It is anticipated that any such other attorney and/or paralegal compensation will also be at their current (or hereafter adjusted) standard hourly rate.

17. The hourly rates set forth above are J&H's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate J&H for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is J&H's policy, in all areas of its practice, to charge its clients for additional expenses incurred in connection with the client's case. The expenses charged to J&H's clients include, among other things, postage and express mail charges at the rates charged by the U.S. Postal Service, special or hand delivery charges, external

photocopying charges at the actual cost charged, printing of documents in excess of 20 pages or multiple copies of documents with fewer than 20 pages at \$.20 per page, travel expenses, expenses for "working meals," and computerized research. J&H will charge the Debtor for expenses in a manner and at rates consistent with charges made generally to J&H's other clients and consistent with the applicable Bankruptcy Local Rules and United States Trustee guidelines.

18. J&H reserves the right to request a bonus or fee enhancement. J&H has not agreed to share any compensation received with any other entity.

19. J&H's compliance with the requirements of Sections 327, 328, 330 and 504 of the Bankruptcy Code and Bankruptcy Rule 2014, is set forth in detail in the James Affidavit attached as Exhibit "A."

V. NOTICE

30. The Debtor has caused a copy of this Application to be served upon (I) the proposed Service List, which includes the pre-petition lenders and their counsel and the consolidated list of the top twenty (20) largest unsecured creditors of the Debtor; (ii) the United States Trustee; (iii) those persons who have formally appeared in these Cases and requested service pursuant to Bankruptcy Rule 2002; and (iv) all applicable government agencies to the extent required by the Bankruptcy Rules and the Local Rules. The Debtor submits that no other or further notice need be provided.

31. No previous application for employment of counsel for the Debtor has been made to this or any other court.

32. The Debtor's form proposed Order for entry on this Application is attached as Exhibit "B".

WHEREFORE, the Debtor respectfully requests that the Court enter an (i) order approving the *Application for Approval of the Employment of James & Haugland, P.C. as Attorneys for the Debtors*, effective as of the Petition Date, as set forth above, allowing J&H to retain the funds

charged against and the balance of the retainer provided by the Debtors in the amount of \$8,000; (ii) authorizing the procedures for compensation and reimbursing professionals as set forth herein; and (iii) granting the Debtor such other and further relief to which it is entitled.

Dated: December 2nd, 2014

Respectfully submitted,

JR PRODUCE, INC.
11410 Cedar Oak Dr.
El Paso, TX 79936

By: /s/ Oscar Gonzalez
Oscar Gonzalez, President

IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

IN RE: §
JR PRODUCE, INC. § Case No. 14-31947
Debtor. § Chapter 11

**AFFIDAVIT OF ALDO R. LOPEZ IN SUPPORT OF APPLICATION FOR
APPROVAL OF THE EMPLOYMENT OF JAMES & HAUGLAND, P.C. AS
ATTORNEYS FOR THE DEBTORS**

STATE OF TEXAS)
)
COUNTY OF EL PASO)

Aldo R. Lopez being duly sworn, deposes and says:

I am over 18 years of age and, if called as a witness, would testify as to the matters set forth below based upon my personal knowledge, except where otherwise indicated below:

1. I am an associate attorney at James & Haugland, P.C. ("J&H" or the "Firm"), proposed counsel for the Debtor. I am submitting this affidavit in support of the *Application for Approval of the Employment of James & Haugland, P.C. as Attorneys for the Debtor* ("Application").

Background

2. I am an attorney licensed to practice law in the State of Texas and have been a member in good standing of the Texas Bar since 2007. I am also admitted to practice before the Supreme Court of Texas; and the United States District Courts for the Western District of Texas.

3. I am an associate attorney in the law firm of James & Haugland, P.C. My office address is 609 Montana Avenue, El Paso, Texas, 79902, telephone (915) 532-3911, facsimile (915) 541-6440 and, email address of alopez@jghpc.com.



General Statement

4. Neither I nor the Firm represent any interest adverse to the Debtor, as required by 11 U.S.C. §§ 327(a); additionally, we are disinterested persons pursuant to 11 U.S.C. §101(14). Described below are all presently known connections and relationships between J&H, on the one hand, and the Debtor, the Debtor's creditors, any other party in interest, and their respective attorneys and accountants, the United States Trustee and any person employed in the office of the United States Trustee on the other hand. In preparing this affidavit, J&H performed a review of the connections and relationships between J&H and certain creditors of the Debtor and other parties in interest. To the extent that I become aware of any additional relationships, I will promptly file a supplemental affidavit. J&H will implement appropriate internal procedures to protect the interests of the Debtor in connection with the representations and relationships described below.

Connections between James & Haugland, P.C. and the Debtor

5. I am unaware of any circumstances where J&H was adverse to the Debtor other than as described below. J&H's conflicts database management system (the "System") holds only information that would suggest that J&H has the below described connections with the Debtor.

Connections between James & Haugland, P.C. and the Debtor's Creditors and Parties in Interest

6. Except for the proposed representation of the Debtor, neither I nor the Firm has represented or will represent any other entity in connection with these Case, and neither I nor the Firm will accept any fee from any other party or parties in this Case except as set out herein. Prior to undertaking representation of the Debtor, J&H has not previously represented JR Produce, Inc. in any capacity whatsoever.

7. J&H is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code in that J&H, its shareholders and associates:

- i) Are not creditors, equity security holders, or insiders of the Debtor;

- ii) Are not and were not, within two (2) years before the date of the filing of the Debtor's Chapter 11 petition, a director, officer, or employee of the Debtor and
- iii) Do not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor.

8. J&H has not identified any connections between the Debtor's creditors or parties in interest and J&H. There are no additional connections between these creditors and J&H.

9. As expected, while the results of these searches revealed no conflict of interest with regard to the Firm's anticipated representation of the Debtor, connections to creditors and parties in interest were revealed.

Compensation

10. Subject to Court approval and in accordance with Section 330(a) of the Bankruptcy Code, compensation will be payable to J&H on an hourly basis, plus reimbursement of actual, necessary expenses incurred by J&H. The primary attorneys and paralegal within J&H who represent the Debtors and their current standard hourly rates are set forth below:

Wiley F. James, III, Shareholder	\$300 per hour
Corey W. Haugland, Shareholder	\$300 per hour
Jamie T. Wall, Associate	\$225 per hour
Aldo R. Lopez, Associate	\$175 per hour
Janet J. Sinclair, Legal Assistant	\$95 per hour

11. The hourly rates set forth above are subject to periodic adjustments, usually at the beginning of each calendar year. From time to time, other attorneys and paralegals/legal assistants

from J&H may serve the Debtors in connection with the matters for which J&H will be retained. The hourly rates set forth above are J&H's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate J&H for the work of its attorneys and paralegals/legal assistants and to cover fixed and routine overhead expenses. It is J&H's policy, in all areas of its practice, to charge its clients for additional expenses incurred in connection with the client's case. The expenses charged to J&H's clients include, among other things, postage and express mail charges at the rates charged by the U.S. Postal Service, special or hand delivery charges, external photocopying charges at the actual cost charged, printing of documents in excess of 20 pages or multiple copies of documents with fewer than 20 pages at \$.20 per page, travel expenses, expenses for "working meals," and computerized research. J&H will charge the Debtors for expenses in a manner and at rates consistent with charges made generally to J&H's other clients and consistent with the applicable Bankruptcy Local Rules and United States Trustee guidelines.

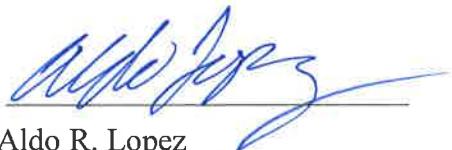
12. J&H reserves the right to request a bonus or fee enhancement.
13. J&H has not agreed to share any compensation received with any other entity.

Conclusion

14. In view of the foregoing, I believe that J&H (i) does not hold or represent an interest adverse to the Debtor, and its respective estates, (ii) does not hold or represent any other party in this Case, and (iii) is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code. The Firm recognizes, and takes very seriously, its continuing responsibility to be aware of, and to further disclose, any relationship or connection between it and other parties in interest to the Debtor's bankruptcy estate as they appear or become recognized during the Case. Accordingly, we reserve the right to, and shall supplement this disclosure if necessary as more information becomes available to us. The foregoing constitutes the statement of J&H pursuant to Section 327 and 328 of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

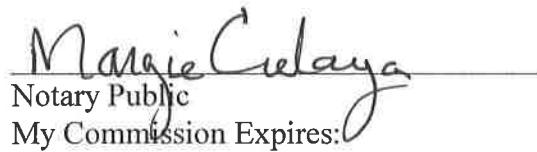
FURTHER AFFIANT SAYETH NOT.

Executed this 1st of December, 2014.

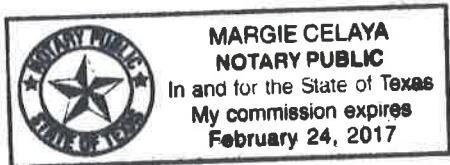


Aldo R. Lopez

SUBSCRIBED and SWORN to before me, the undersigned authority, on this 1st day of December 2014.



Margie Celaya
Notary Public
My Commission Expires:

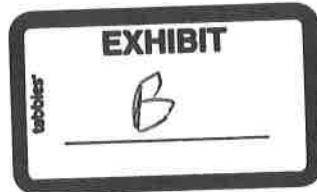


IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

IN RE: §
JR PRODUCE, INC. § Case No. 14-31947
§ Chapter 11
Debtor. §

**INTERIM ORDER ON THE APPLICATION FOR APPROVAL OF THE
EMPLOYMENT OF JAMES & HAUGLAND, P.C. AS ATTORNEYS
FOR THE DEBTOR**

On _____, 2014, the Court conducted an interim hearing on the *Debtor's Application for Approval of the Employment of James & Haugland, P.C. as Attorneys for the Debtor* (the "Application"). The Court finds that (i) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Application is in the best interests of the Debtor, its estate and its creditors and relief under Rule 6003 of the Federal Rules of Bankruptcy Procedure approving interim employment of James & Haugland, P.C. ("J&H") as of the Petition Date is necessary to avoid immediate and irreparable harm; (iv) J&H is a "disinterested person" as that term



is defined under Bankruptcy Code section 101(14) as modified by Bankruptcy Code section 1107(b);
(v) proper

and adequate notice of the Application has been given; and (vi) upon the record herein after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein.

IT IS, THEREFORE, ORDERED that the *Application for Approval of the Employment of James & Haugland, P.C. as Attorneys for the Debtor* is granted on an interim basis as set forth in this Order and until further Order of this Court;

IT IS FURTHER ORDERED that pursuant to section 327(a) of the Bankruptcy Code, the Debtor is authorized to employ J&H as their bankruptcy counsel, effective as of the Petition Date, and in accordance with the engagement letter and this Interim Order, and to perform the services described therein and any fees and expenses shall be reviewed by the Court under § 330 of the Bankruptcy Code;

IT IS FURTHER ORDERED that the requirements of section 329 of the Bankruptcy Code have been satisfied;

IT IS FURTHER ORDERED that if any supplemental declarations or affidavits are filed and served after the entry of this Order, absent any objections filed within twenty-one (21) days after the filing and service of such supplemental declarations or affidavits, J&H's employment shall continue as authorized pursuant to this Order and any further Orders of this Court;

IT IS FURTHER ORDERED that any objection to this Order must be filed within twenty-one (21) days from the date of this Order. If an objection is received from the U.S. Trustee, any creditor or party-in-interest, the affected professional shall request a hearing before the Court.

IT IS FURTHER ORDERED that no work performed by J&H shall be unnecessarily duplicative of work performed by any other counsel retained by the Debtor in this Case;

IT IS FURTHER ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order; and

IT IS FURTHER ORDERED that counsel for the Debtor shall cause a copy of this Order to be served on the parties required by L.R. 9013(c)(1)(B) within three (3) days of entry of this Order and file a Certificate of Service with the Court reflecting such service.

###

Submitted By:
Aldo R. Lopez
State Bar No. 24060185
JAMES & HAUGLAND, P.C.
609 Montana Ave.
El Paso, Texas 79902
alopez@jghpc.com
PROPOSED ATTORNEY FOR THE DEBTOR

CERTIFICATE OF SERVICE

I certify that on this 2nd day of December, 2014, a true and correct copy of the foregoing was served upon the following parties listed on the Court's ECF Noticing System via electronic means:

U.S. Trustee's Office
615 E. Houston, Suite 533
P.O. Box 1539
San Antonio, TX 78295-1539

and to all of the parties listed on the attached List of Creditors pursuant to L.R. 9013(c)(1)(B).



ALDO R. LOPEZ

Label Matrix for local noticing

0542-3

Case 14-31947-hcm

Western District of Texas

El Paso

Tue Dec 2 11:35:01 CST 2014

3 KINGS DISTRIBUTING/DAVID CHAVEZ

2921 BERT YANCEY,

EL PASO, TX 79936-2138

JR Produce, Inc.

11410 Cedar Oak Dr.

El Paso, TX 79936-6000

U.S. BANKRUPTCY COURT

511 E. San Antonio Ave., Rm. 444

EL PASO, TX 79901-2415

ARSA DISTRIBUTING, INC

500 W. OVERLAND # 250-N

EL PASO, TX 79901-1085

AVANCE FOODS INC

306 E PAISANO DR

EL PASO, TX 79901-2722

BANANAS & TROPICAL FRUITS INC.

3618 FRUTAS AVE

EL PASO, TX 79905-1224

BLUE BELL CREAMERIES, L.P.

PO BOX 973601

DALLAS, TX 75397-3601

CAPROCK CLAIMS MANAGEMENT, LLC

PO BOX 743427

DALLAS, TX 75374-3427

CARGILL FOOD DISTRUBUTION

PO BOX 200050

SAN ANTONIO, TX 78220-0050

CEBALLOS HONEY

P O BOX 1224

1118 E MAIN ST

FABENS, TX 79838-1224

CELIA RIOS/CAKELAND SWEET FLAVORS

3116 WYOMING

EL PASO, TX 79903-4108

CLIFFORD, ROSS, RAUDENBUSH & COOPER CPAS

1790 LEE TREVINO

Suite 400

EL PASO, TX 79936-4525

COZZINI BROS., INC.

350 HOWARD AVENUE

DES PLAINES, IL 60018-1908

City of El Paso

P.O. Box 2992

El Paso, TX 79999-2992

(p) TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION

PO BOX 13528

AUSTIN TX 78711-3528

DEES FOODSERVICE EL PASO LLC

P.O. BOX 26249

EL PASO, TX 79926-6249

DOA ANA EMPANADAS

5721 WEST VALLEY CIRCLE,

EL PASO, TX 79932-1931

DS WATERS OF AMERICA, INC.

P O BOX 403628

ATLANTA, GA 30384-3628

DUST TEX RENTAL

2630 E. YANDELL

EL PASO, TX 79903-3725

David Aelvoet

Linebarger, Goggan, Blair

711 Navarro, Suite 300

San Antonio, TX 78205-1749

ECONOMY CASH & CARRY

PO BOX 1736

EL PASO, TX 79949-1736

EL FENIX BAKERY

8438 ALAMEDA AVE

EL PASO, TX 79907-6066

EL PASO BOLT & SCREW CO. INC.

7058 ALAMEDA AVE

EL PASO, TX 79915-3491

EL PASO ELECTRIC COMPANY

P.O. BOX 650801

DALLAS, TX 75265-0801

EL PASO WATER SERVICES

P.O. BOX 511

EL PASO, TX 79961-0001

EL TERRIBLE BOOTS, LLC.

901 HORIZON BLVD STE. C

SOCORRO, TX 79927-8013

El Paso Central Appraisal District

5801 Trowbridge

El Paso, TX 79925-3346

El Paso County Tax Assessor/Collector
P.O. Box 2992
El Paso, TX 79999-2992

FERNANDO HERNANDEZ
1218 Lakewood,
CANUTILLO, TX 79835-9603

FIRE TECHNOLOGIES INTERNATIONAL, INC.
P.O. BOX 221695
EL PASO, TX 79913-4695

FLOWERS BAKING CO. OF EL PASO
PO BOX 842226
DALLAS, TX 75284-2226

FRASE FOODS, INC
3805 FRUTAS AVE.
EL PASO, TX 79905-1313

FRONTIER ENTERPRISES
P.O. BOX 17963,
EL PASO, TX 79917-7963

FRONTIER FOODS & COLD STORAGE INC
1601 E 4TH AVE
EL PASO, TX 79901-3505

FRONTIER FOODS MEAT MARKET, LLC
2904 ALAMEDA
EL PASO, TX 79905-2208

GABRIELA VARGAS
3301 ALAMEDA AVE
EL PASO, TX 79905-2305

GARCIA FOODS EQUIPMENT
1630 MYRTLE AVE
EL PASO, TX 79901-1742

GARCIA'S PRODUCE/MIRIAM GARCIA
1801 MILLS,
EL PASO, TX 79901-1829

GECU
P.O. Box 20998
El Paso, TX 79998-0998

GH DAIRY
9747 PAN AMERICAN DR
EL PASO, TX 79927-2122

HARVEST MEAT COMPANY INC
1022 BAY MARINA DR #106
NATIONAL CITY, CA 91950-6327

HECHO EN MEXICO, INC.
3945 DONIPHAN PARK CIRCLE
Suite ''C''
EL PASO, TX 79922-1361

INTERCARNES TEXAS CORP.
9555 PLAZA CIRCLE STE.A
EL PASO, TX 79927-2000

INTERLEASE
PO BOX 1536
SANTA TERESA, NM 88008-1536

ISABEL CHACON
13899 HORIZON BLVD. STE. #1
HORIZON, TX 79928-6531

ISABELLA FOODS INC
1133 BARRANCA DR.
EL PASO, TX 79935-5001

(p) INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATIONS
PO BOX 7346
PHILADELPHIA PA 19101-7346

Internal Revenue Service
P. O. Box 7346
Philadelphia, PA 19101-7346

JCE II, LLC
P.O. BOX 960069
EL PASO, TX 79996-0069

JOSE CRUZ MURO/PRODUCTOS SAN JOSE
3315 CORN WALL
EL PASO, TX 79925-2914

JOSE JESUS FELIX/FELIX PRODUCE
10142 NORTH LOOP
EL PASO, TX 79927-5095

KALIL BOTTLING CO
P O BOX 26888
TUCSON, AZ 85726-6888

KARE DISTRIBUTION, INC.
1250 BROADWAY 30TH FLOOR
NEW YORK, NY 10001-3702

LG FOODS, LLC
180 S. DARRINGTON
EL PASO, TX 79928-7446

LOCO NOVELTIES, INC.
1111 BARRANCA DR, SUITE 300
EL PASO, TX 79935-5005

MALGO ENTERPRISES
11410 CEDAR OAK
EL PASO, TX 79936-6000

MARQUEZ DISTRIBUTING
6986 ALAMEDA AVE. SPACE C
EL PASO, TX 79915

MARTINEZ BRAND CRACKLINGS, LLC
515 S. MESA
EL PASO, TX 79901-2713

MATAS PRODUCE INC
801 E SEVENTH AVE
EL PASO, TX 79901-3405

MERCADO LATINO, INC
245 BALDWIN PARK BLVD
INDUSTRY, CA 91746-1404

MIMCO
6500 Montana Ave.
El Paso, TX 79925-2129

MISSION FOODS
P O BOX 843789
DALLAS, TX 75284-3789

MRS. BAIRD'S BUSINESS TRUST
P O BOX 846243
DALLAS, TX 75284-6243

MUZAK OF EL PASO
PO BOX 1998
SAN ANTONIO, TX 78297-1998

NOA NOA CAFE, INC.
3010 PERSHING DR
EL PASO, TX 79903-2536

OABG ENTERPRISES INC.
5111 FAIRBANKS,
EL PASO, TX 79924-3835

OABG Enterprises, Inc.
11410 Cedar Oak Dr.
El Paso, TX 79936-6000

OCHOA ENTERPRISES INC
840 HAWKINS BLVD STE C3
EL PASO, TX 79915-1230

OJRA ENTERPRISES, INC.
4818 MONTATAN AVE
EL PASO, TX 79903-4813

OJRA Enterprises, Inc.
11410 Cedar Oak Dr.
El Paso, TX 79936-6000

OK PUMP
363 HORIZON
EL PASO, TX 79927-3838

OLIVA & SONS, INC.
14808 TREND DR.
FARMERS BRANCH, TX 75234-2453

OSLG ENTERPRISES, INC.
7110 ALAMEDA AVE
EL PASO, TX 79915-3502

OSLG Enterprises, Inc.
11410 Cedar Oak Dr.
El Paso, TX 79936-6000

Oscar & Martha Gonzalez
7100 Date Tree Lane
El Paso, TX 79915-4134

PACHECO'S CANDIES
767 INDIAN RUIN
CHAPARRAL, NM 88081-7605

PANDAS DISTRIBUTING, LLC
3601 FRUTAS AVE
EL PASO, TX 79905-1223

PASO DEL NORTE PUBLISHING, INC /EL DIARI
1801 TEXAS AVE.,
EL PASO, TX 79901-1811

PEREZIDENT PEPPERS
125 N STEVENS
EL PASO, TX 79905-1228

POBLANA BAKERY
603 GILES RD
EL PASO, TX 79915-2727

PRICES
LOCK BOX 730771
DALLAS, TX 75373-0771

PRODUCTOS REAL
1100 PENDALE
EL PASO, TX 79907-1711

QUALITY FRUIT AND VEG. COM.
10 ZANE GREY
EL PASO, TX 79906-5259

REDDY ICE INC
PO BOX 730505
DALLAS, TX 75373-0505

RIVERWALK MARKETING LLC
10950 PELICANO DRIVE
BLDG. -C STE. C-1
EL PASO, TX 79935-4615

SABROSO FOODS
5140 FAIRBANKS
EL PASO, TX 79924-3868

SALSA HERNANDEZ
3005 PERSHING DR.
EL PASO, TX 79903-2522

SANTOS COMMUNICATIONS, LLC
3125 E. McDOWELL RD.
EL PASO, AZ 75008

SOPHISTIGIFTS C/O DANIEL LUNA
4106 LEEDS AVE
EL PASO, TX 79903-1104

TEX-TEL PREPAID COMMUNICATIONS, INC.
20540 HWY 46 WEST, STE #115
SPRING BRANCH, TX 78070-6825

TEXAS GAS SERVICE
P. O. BOX 219913
KANSAS CITY, MO 64121-9913

TEXAS NEW MEXICO NEWSPAPER PARTNERSHIP /
P O BOX 65220
COLORADO SPRINGS, CO 80962-5220

THE AUTHENTIC NEW MEXICAN INC.
540 SILVER CREEK RD. NW STE. A-2
ALBUQUERQUE, NM 87121-2002

TORTILLERIA LA PRIMERA
PO BOX 2890, 326 FIRST ST
SUNLAND PARK, NM 88063-2890

TORTILLERIA ZACATECAS
11836 GLORIETA
SAN ELIZARIO, TX 79849-9600

TRI-STAR DISTRIBUTING
1477 LOMALAND DR. STE D-10
EL PASO, TX 79935-4704

Texas Workforce Commission
TEC Building - Bankruptcy
101 East 15th Street
Austin, TX 78778-0001

United States Attorney
601 N.W. Loop 410, Suite 600
San Antonio, Texas 78216-5597

United States Trustee
P.O. Box 1539
San Antonio, TX 78295-1539

United States Trustee - EP12
U.S. Trustee's Office
615 E. Houston, Suite 533
P.O. Box 1539
San Antonio, TX 78295-1539

VARELA'S FOOD PRODUCTS
6996 INDUSTRIAL AVENUE
EL PASO, TX 79915-1108

VICTOR PRODUCE
3701 ALAMEDA
EL PASO, TX 79905-2506

VILLALOBOS PEST CONTROL, INC.
1667 ROBERT WINN
EL PASO, TX 79936-4716

Wells Fargo
PO Box 54349
Los Angeles, CA 90054-0349

Aldo R Lopez
James & Haugland, P.C.
609 Montana Ave.
El Paso, TX 79902-5303

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Comptroller Public Account
P.O. Box 149348
Austin, TX 78714-9348

Internal Revenue Service
P. O. Box 21126
Philadelphia, PA 19114

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d)MIMCO, INC
6500 MONTANA AVE
EL PASO, TX 79925-2129

End of Label Matrix	
Mailable recipients	107
Bypassed recipients	1
Total	108